

BY FAX/COURIER/EMAIL

Dated: 16.11.2017

**To,
BSE Limited**

P J Tower, Dalal Street,
Mumbai – 400 001

To

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Dear Sir,

Please find enclosed herewith Disclosures under Regulation 10(5) – Report to Stock Exchanges in respect of any acquisition to be made in reliance upon exemption provided for in Regulation 10 (1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours faithfully,



SHILPA BAGRODIA

ACQUIRER

Encl: a/a

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	M/s. Winsome Yarns Limited. (WYL) There is an indirect acquisition of shares and voting rights in WYL by the Acquirer. For details refer note 1 below
2.	Name of the acquirer(s)	Mrs. Shilpa Bagrodia There is an indirect acquisition of shares and voting rights in WYL by the Acquirer. For details refer note 1 below.
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	YES Satyam Combines Private Limited (SCPL) is holding 57,65,073 (8.15%) shares in WYL. Mrs. Shilpa Bagrodia is holding 1,63,818 (11.39%) shares in SCPL and Mr. Ashish Bagrodia is holding 9,00,000 (62.60%) shares in SCPL. Mr. Ashish Bagrodia proposes to transfer 8,92,500 shares in SCPL to Mrs. Shilpa Bagrodia by way of gift. Mr. Ashish Bagrodia is the spouse of Mrs. Shilpa Bagrodia. Pursuant to the aforesaid gift transaction Mrs. Shilpa Bagrodia shareholding in SCPL shall increase from 1,63,818 (11.39%) to 10,56,318 (73.47%) shares in SCPL.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mr. Ashish Bagrodia Please note that Mr. Ashish Bagrodia is not directly transferring any equity shares of the Target Company, however Mr. Ashish Bagrodia is transferring 8,92,500 (62.07%) shares in SCPL which holds 57,65,073 (8.15%) shares in WYL to the Acquirer as a Gift.
	b. Proposed date of acquisition	On or after 23.11.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	The Acquirer shall not directly acquire any shares in the Target Company but will acquire 892500

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		(62.07%) shares in SCPL which holds 57,65,073 (8.15%) shares in WYL.			
	d. Total shares to be acquired as % of share capital of TC	The Acquirer shall not directly acquire any shares in the Target Company but will acquire 62.07% shares in SCPL which holds 8.15% shares in WYL.			
	e. Price at which shares are proposed to be acquired	Not applicable as there is no direct acquisition of shares of the Target Company. The transfer of shares of SCPL between Mrs. Shilpa Bagrodia and Mr. Ashish Bagrodia is in nature of Gift.			
	f. Rationale, if any, for the proposed transfer	Inter se transfer			
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(i)			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs. 15.12			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable as the acquisition is by way of gift.			
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of the proposed Acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The Aforesaid disclosures made during previous 3 years prior to the date of proposed Acquisition to be furnished	Yes the acquirer hereby declare that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) Copy of disclosure under regulation 30(2) for last 3 financial years is attached marked as Annex A.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes the acquirer hereby declare that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares	% w.r.t total	No. of shares	% w.r.t total

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		/voting rights	share capital of TC	/voting rights	share capital of TC
	– Acquirer(s) and PACs (other than sellers) (*)	As per Annexure- 1		As per Annexure- 1	
	– Seller (s)	As per Annexure- 1		As per Annexure- 1	

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

1. Mrs. Shilpa Bagrodia shall acquire 892500 (62.07%) equity shares in SCPL Pursuant to such acquisition her shareholding in SCPL has increased to 1056318 (73.47%) equity shares. Accordingly, she has acquired voting rights on such shares of WYL held by SCPL.

Signature: **SHILPA BAGRODIA**

Date: 16.11.2017

Place: Chandigarh

Sl. No.	Particulars	Pre-Transaction			Transaction			Post Transaction		
		Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital	Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital	Number	% w.r.t. Total share capital	% w.r.t. Total diluted share capital
Acquirers:										
1	MRS. SHILPA BAGRODIA	12,640	0.02%	0.02%	-	0.00%	0.00%	12,640	0.02%	0.02%
Sellers										
1	MR. ASHISH BAGRODIA	41,400	0.06%	0.06%	-	0.00%	0.00%	41,400	0.06%	0.06%
Others entities forming part of Promoter group:										
1	MR. S.C. BAGRODIA	42,900	0.06%	0.06%	0	0	0	42,900	0.06%	0.06%
3	MR. MANISH BAGRODIA	52,040	0.07%	0.07%	0	0	0	52,040	0.07%	0.07%
4	MR. SUDHA BAGRODIA	11,142	0.02%	0.02%	0	0	0	11,142	0.02%	0.02%
5	MS. VANDYA BAGRODIA	2,000	0.00%	0.00%	0	0	-	2,000	0.00%	0.00%
6	SHELL BUSINESS PRIVATE LIMITED	21,412,414	30.28%	30.28%	0	0	-	21,412,414	30.28%	30.28%
7	SATYAM COMBINES PRIVATE LIMITED	5,765,073	8.15%	8.15%				5,765,073	8.15%	8.15%
	TOTAL PROMOTER HOLDING	27,339,609	38.67%	38.67%				27,339,609	38.67%	38.67%

Note: Mrs. Shilpa Bagrodia shall acquire 892500 (62.07%) equity shares in SCPL Pursuant to such acquisition her shareholding in SCPL has increased to 1056318 (73.47%) equity shares. Accordingly, she has acquired voting rights on such shares of WYL held by SCPL.

Shilpa